

ULTIMATE SPIDER-MAN®

ISSUE
119



MARVEL

**BENDIS
IMMONEN
von GRAWBADGER
PONSOR**

The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a part-time job as a web designer for the Daily Bugle tabloid, a relationship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man!



PREVIOUSLY IN ULTIMATE SPIDER-MAN...

Peter Parker and MJ have gotten back together, leaving his troubled relationship with Kitty Pryde (of the world-famous mutant team X-Men) in shambles. To complicate matters even further, Kitty now goes to school with them.

Over the last few months, Peter and Johnny Storm—who just happens to be the Fantastic Four’s Human Torch—have become good friends.

Kitty’s ex-classmate and ex-boyfriend, Bobby Drake, a.k.a. Iceman, has stopped by to visit Kitty on the same day that Johnny gets everyone together for a night out at the beach.

Johnny has a thing for Liz Allen, Peter and MJ’S friend, and while they are gathered around a bonfire, Liz, a long-time “mutant-phobe,” bursts into flames.

In shock, but not in pain, Liz Allen has powers...

**Brian Michael
Bendis**
WRITER

**Stuart
Immonen**
PENCILER

**Wade von
Grawbadger**
INKER

**Justin
Ponsor**
COLORIST

**UC’s Cory
Petit**
LETTERER

Cover: Stuart Immonen & Richard Isanove

**Irene
Lee**
PRODUCTION

**Lauren
Sankovitch**
ASST. EDITOR

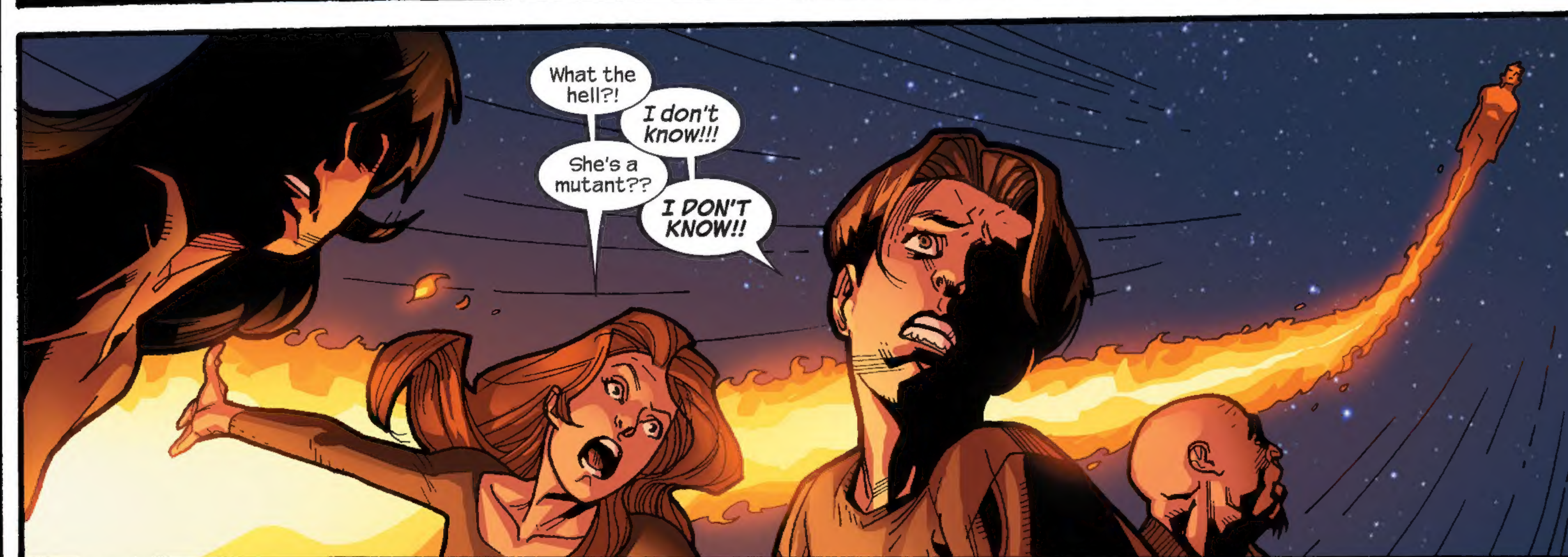
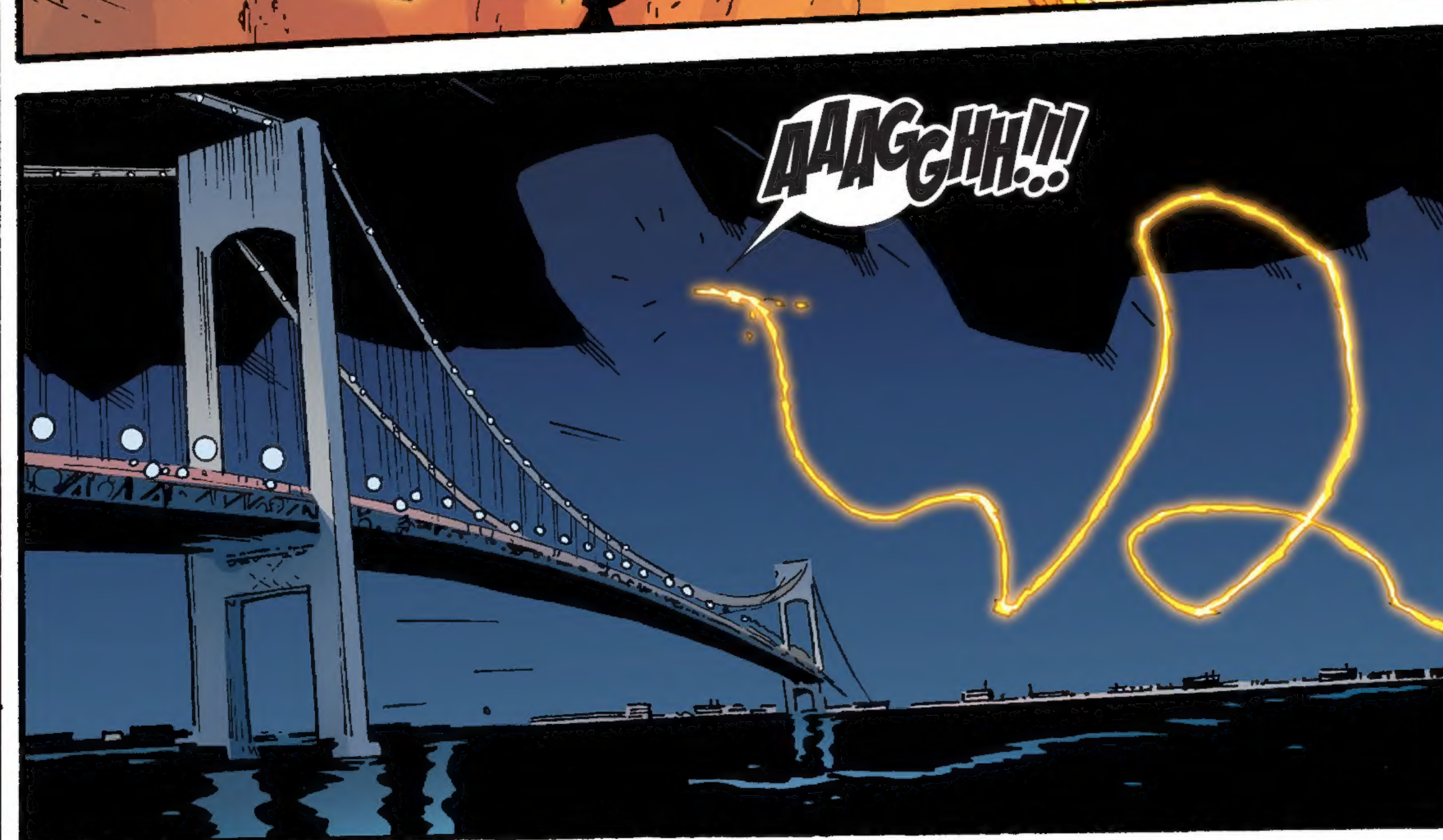
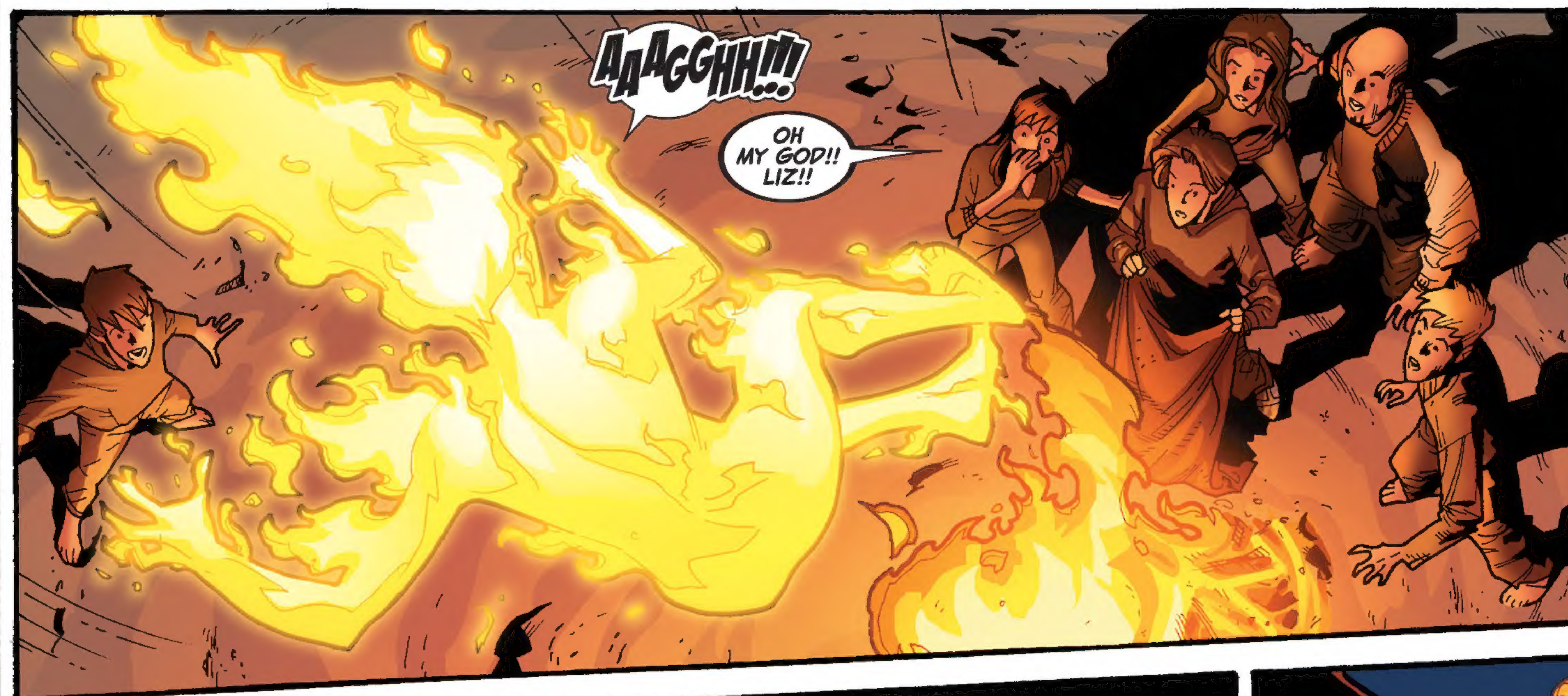
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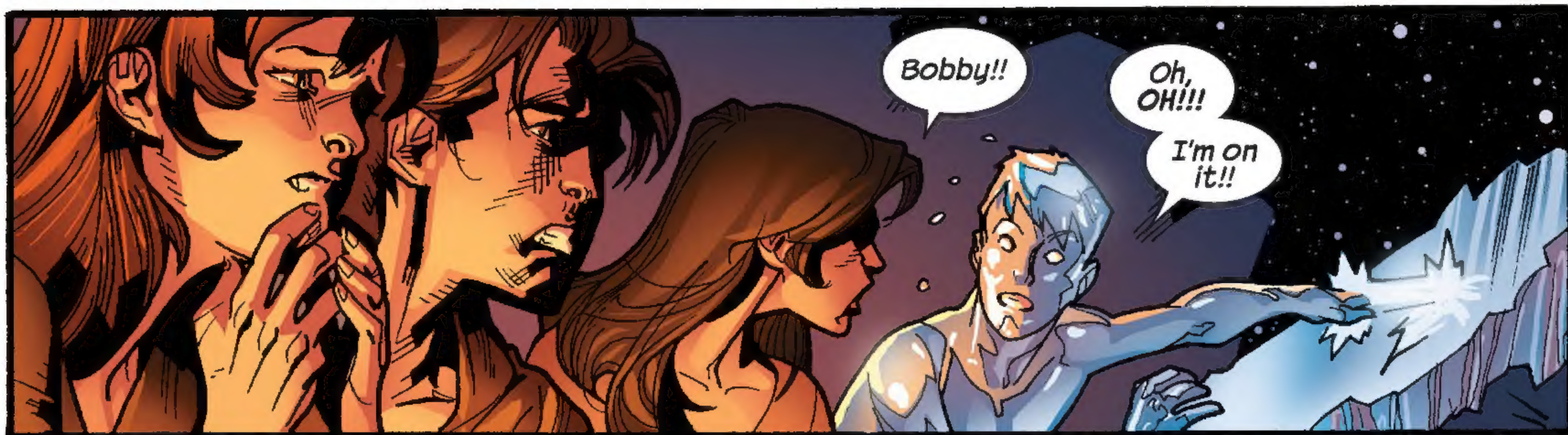
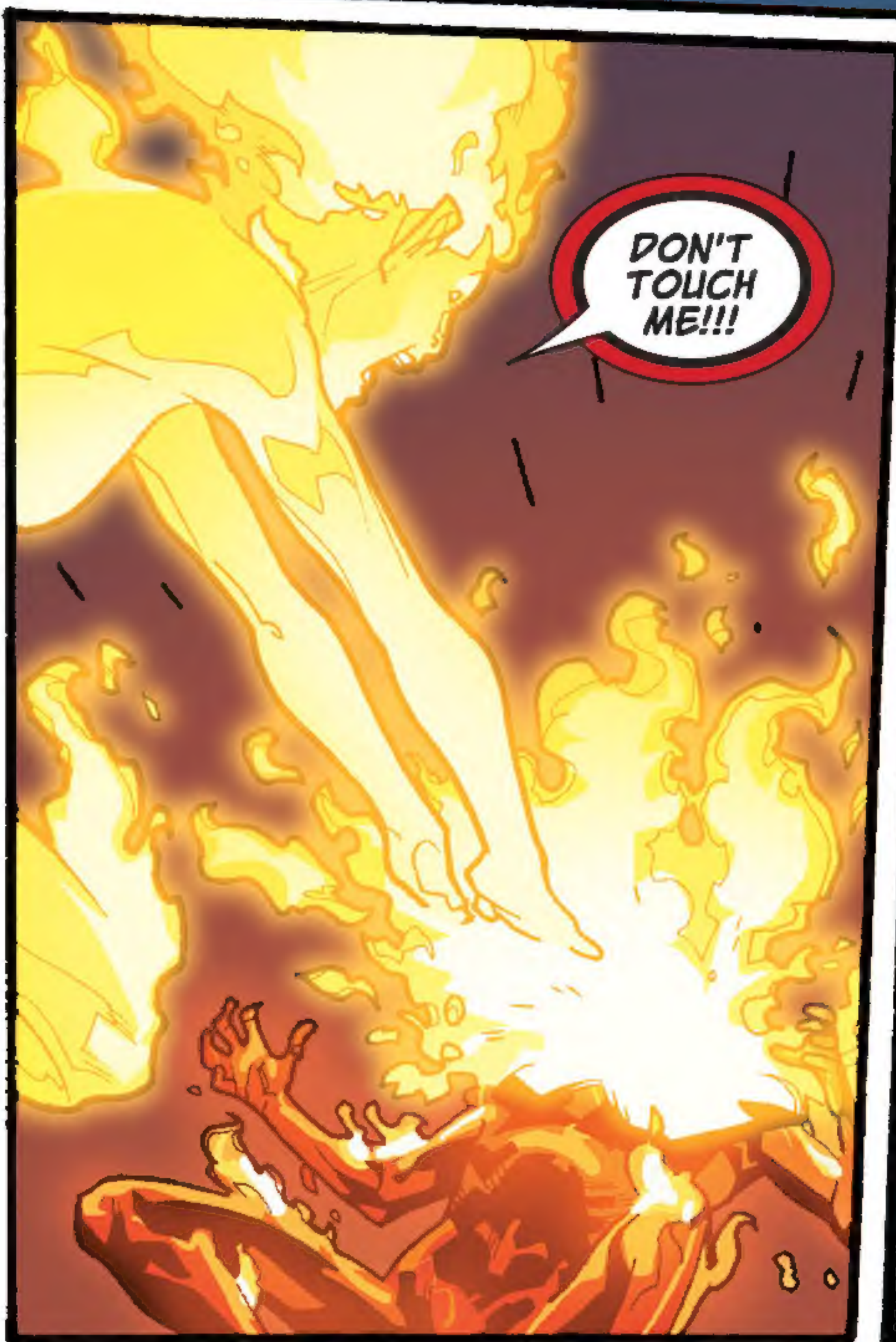
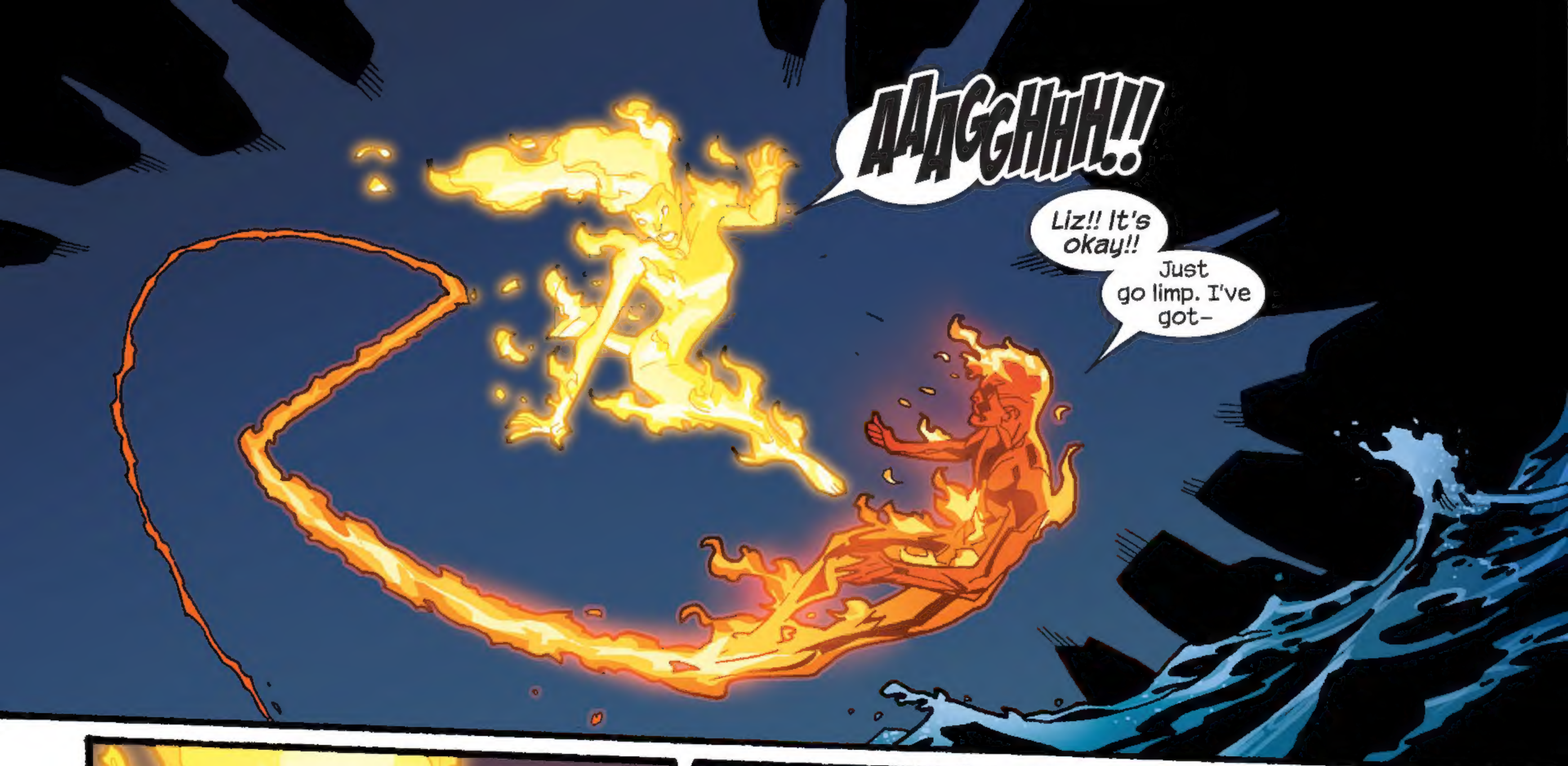
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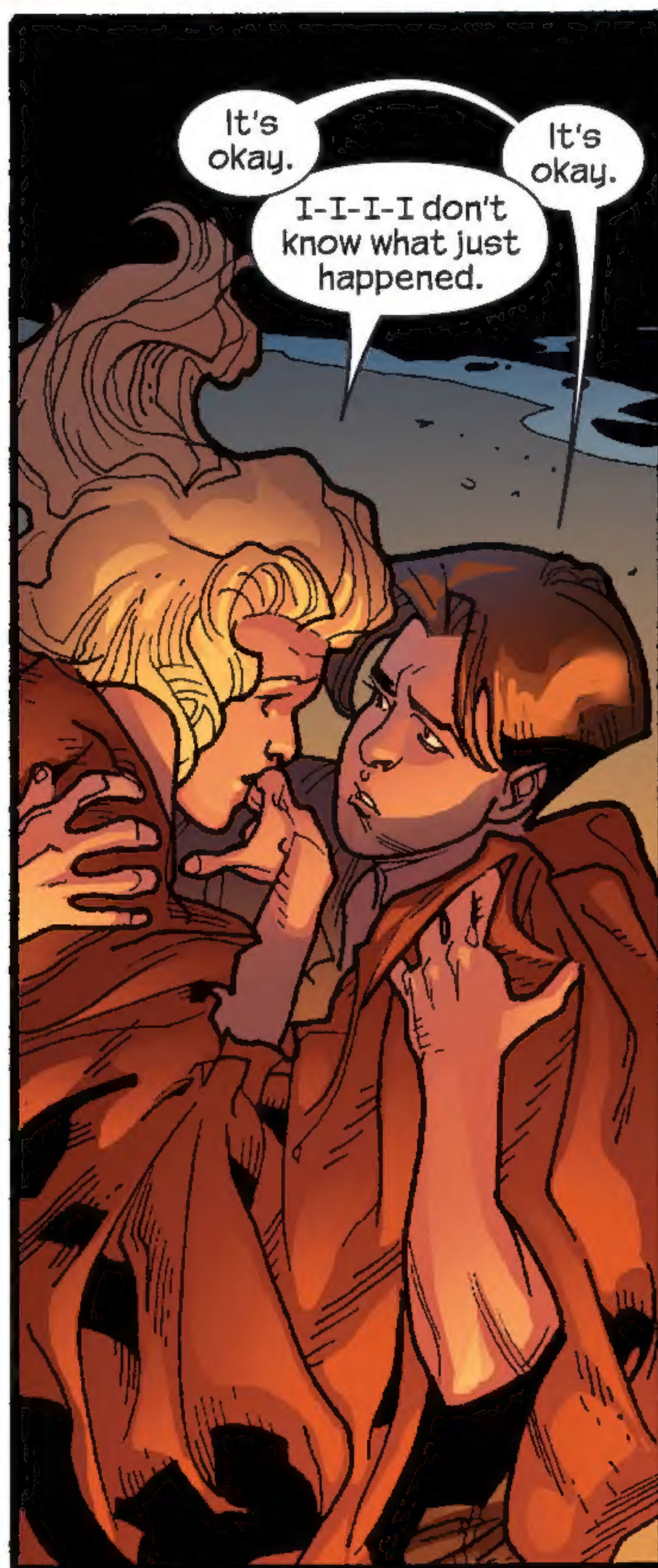
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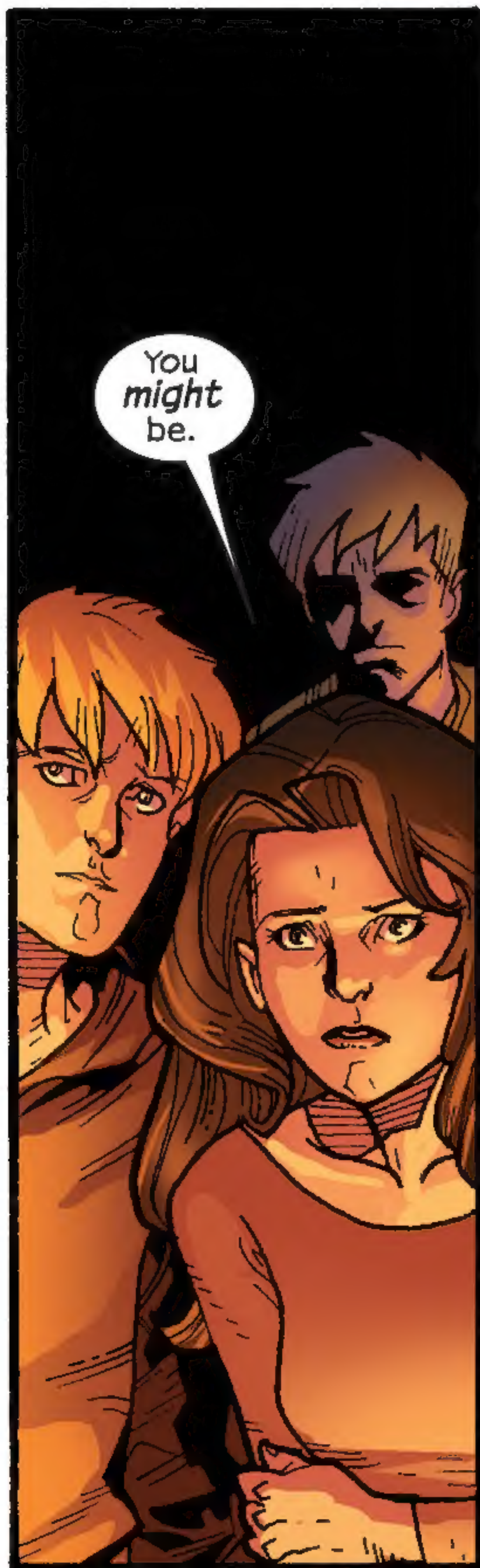
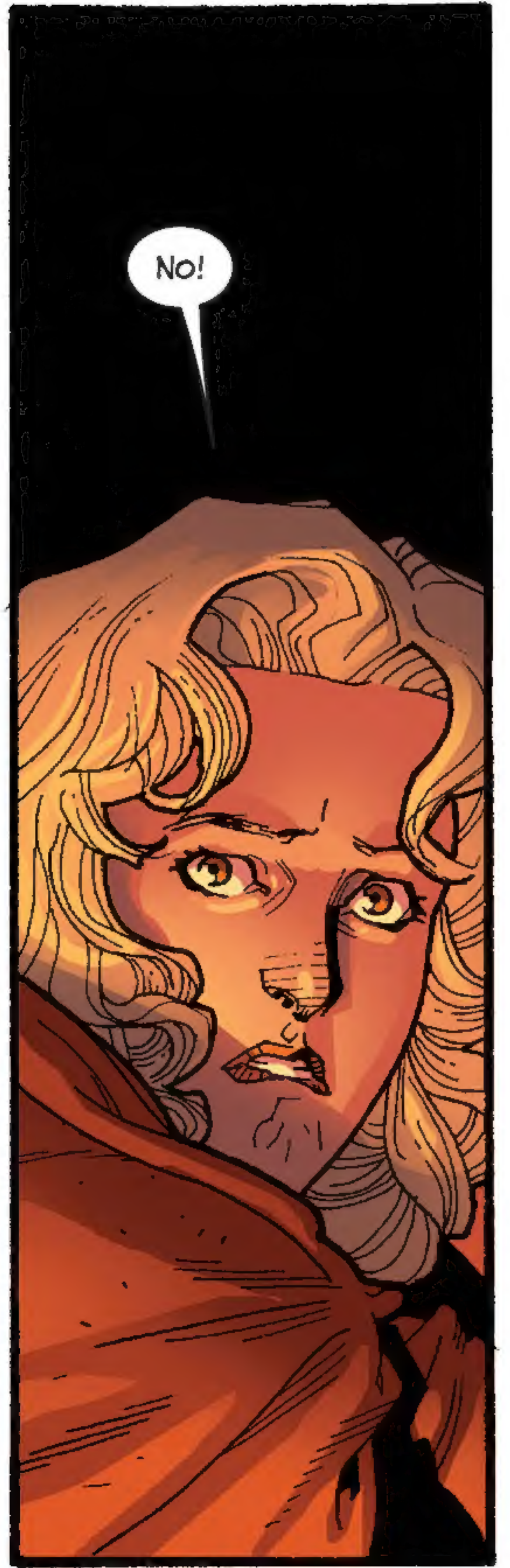
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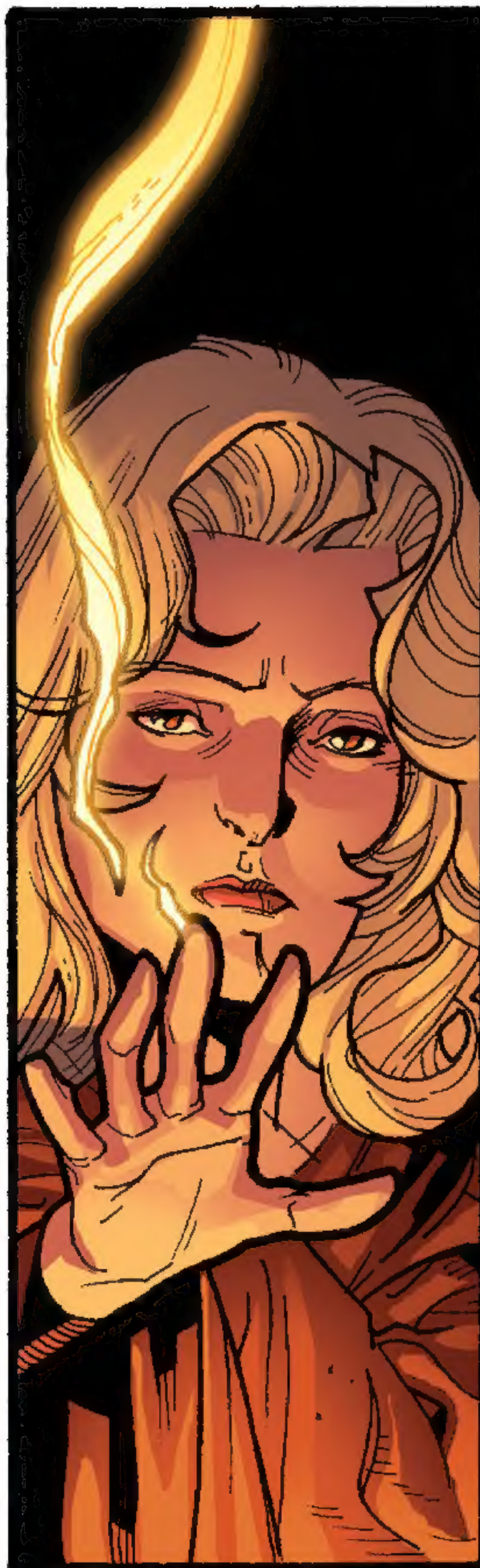
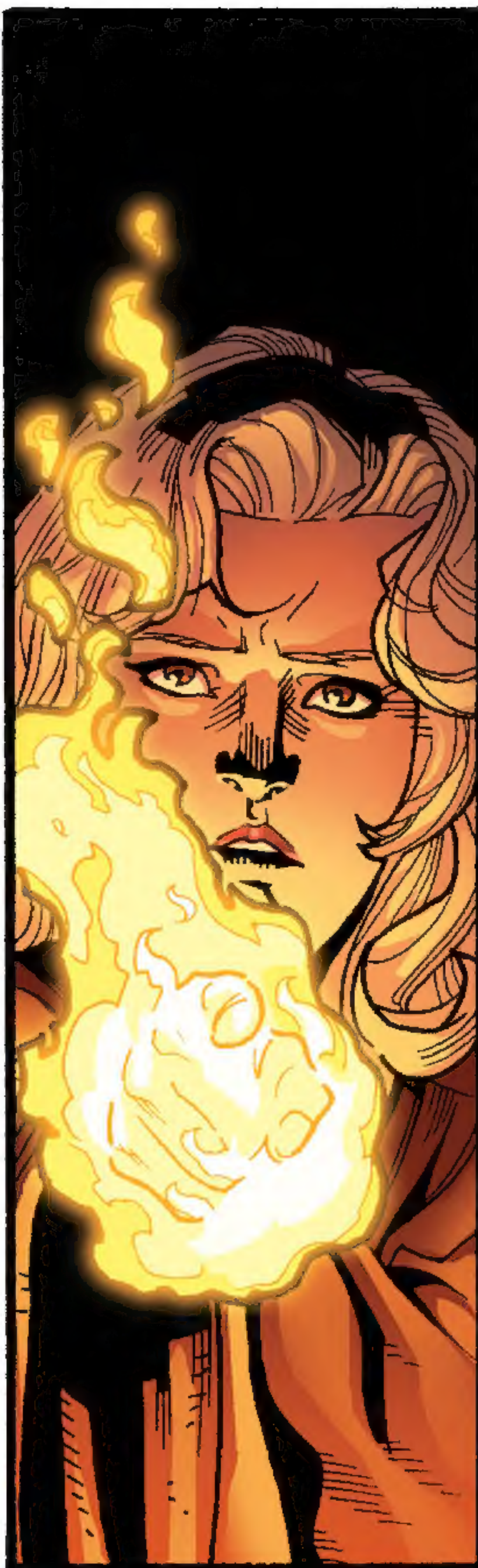
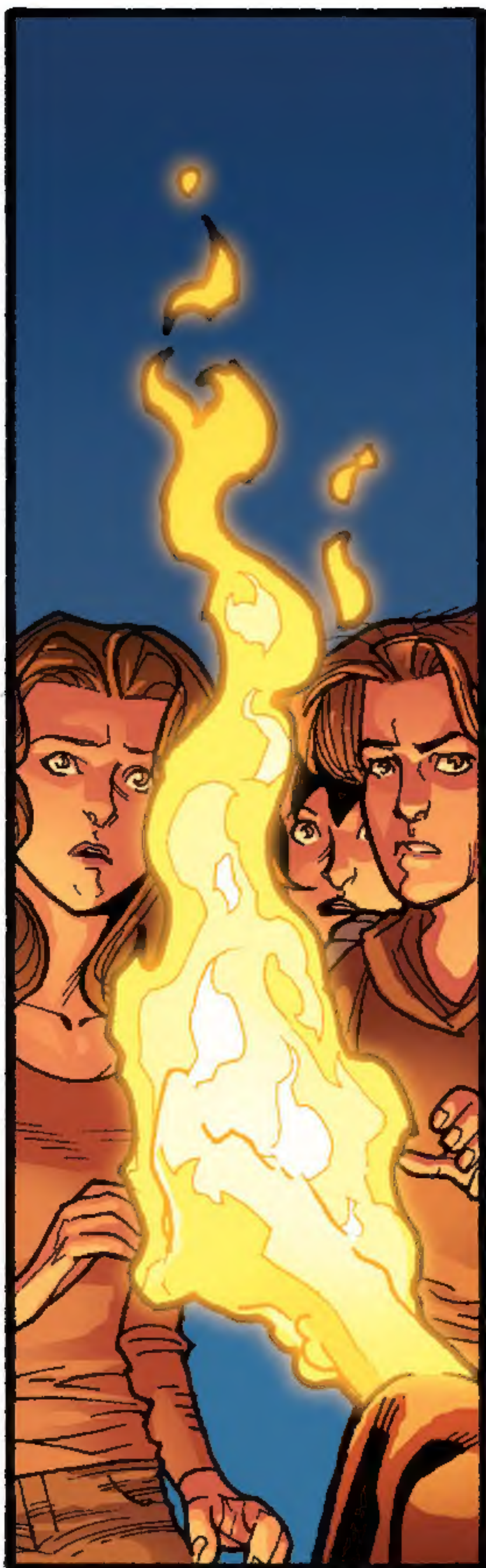
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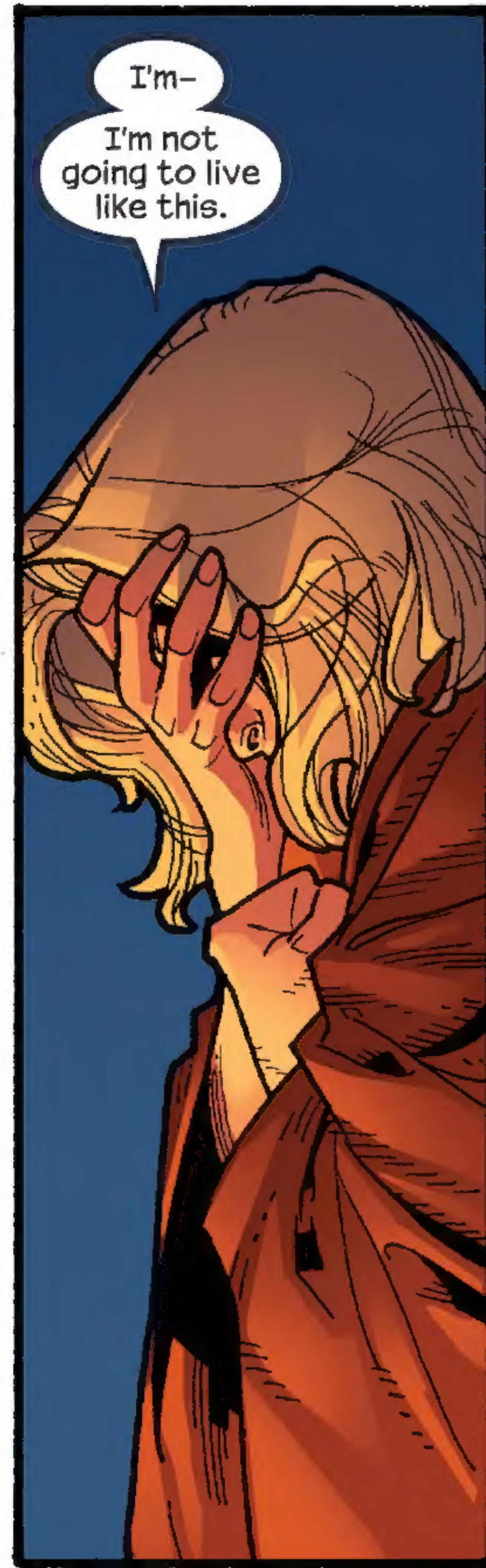
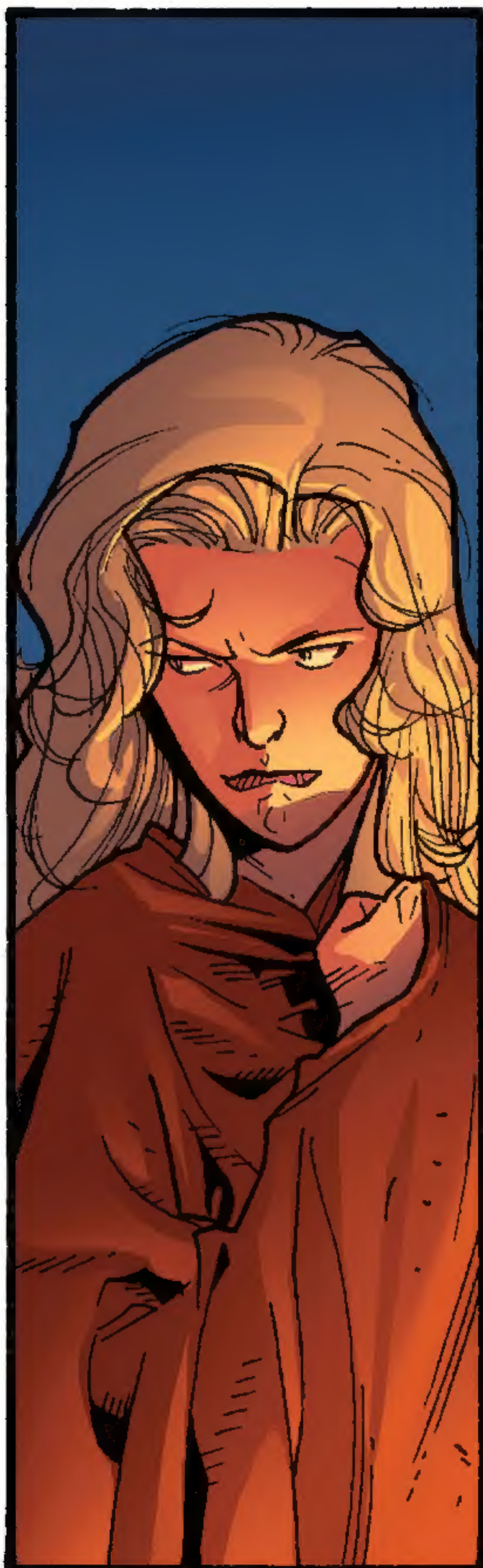














Okay,
fine!!

Normally it's
all fine and good—
you want to pretend
we all don't know who
you *really* are...

...but
now *she* needs
your help, man.
Your-your, like,
expertise.

Kenny...

We've been in class
together, all of us, since
second grade.

Our
whole
lives.

And she
needs your
help.

I don't care
how—you have
to go do it.

If you want
me to say something
in code, like: "You should
tell *Spider-Man* to go
help her," then fine.

Boy, I wish
someone would go tell
Spider-Man to help out
his lifelong friend who's
going through some
major mess that, like, *only*
he could help her
deal with.

MIOTOWN HIGH





Agh.
Nmnnaa!!



Just try to stay calm!!

I don't know what's *happening* to me!! I-I don't know how to *do* this!!

I've so been there!!

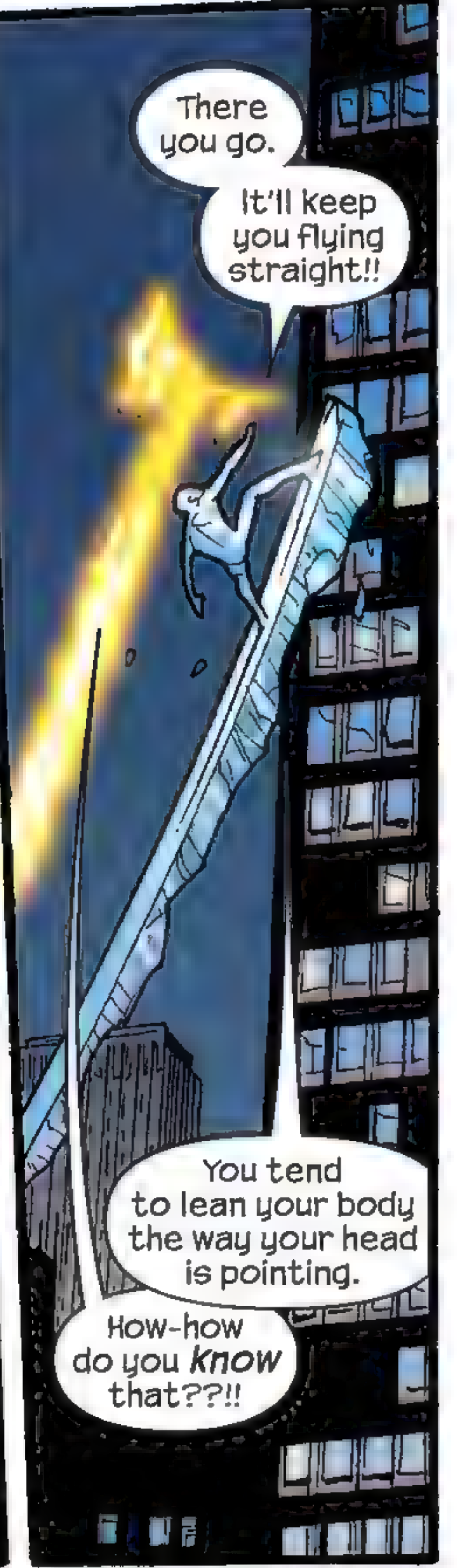
Point your head!!

What?!!



Point your-
Yiii!!

Whoa!! Point your head in the direction you want to fly!!



There you go.

It'll keep you flying straight!!

You tend to lean your body the way your head is pointing.

How-how do you *know* that??!!



I go to school for it!!

Okay, okay. I want to stop.

Then stop.

I don't know how.



Just tell yourself to stop.

Like how you stop walking or running.

Just stop.

Slow down and stop.

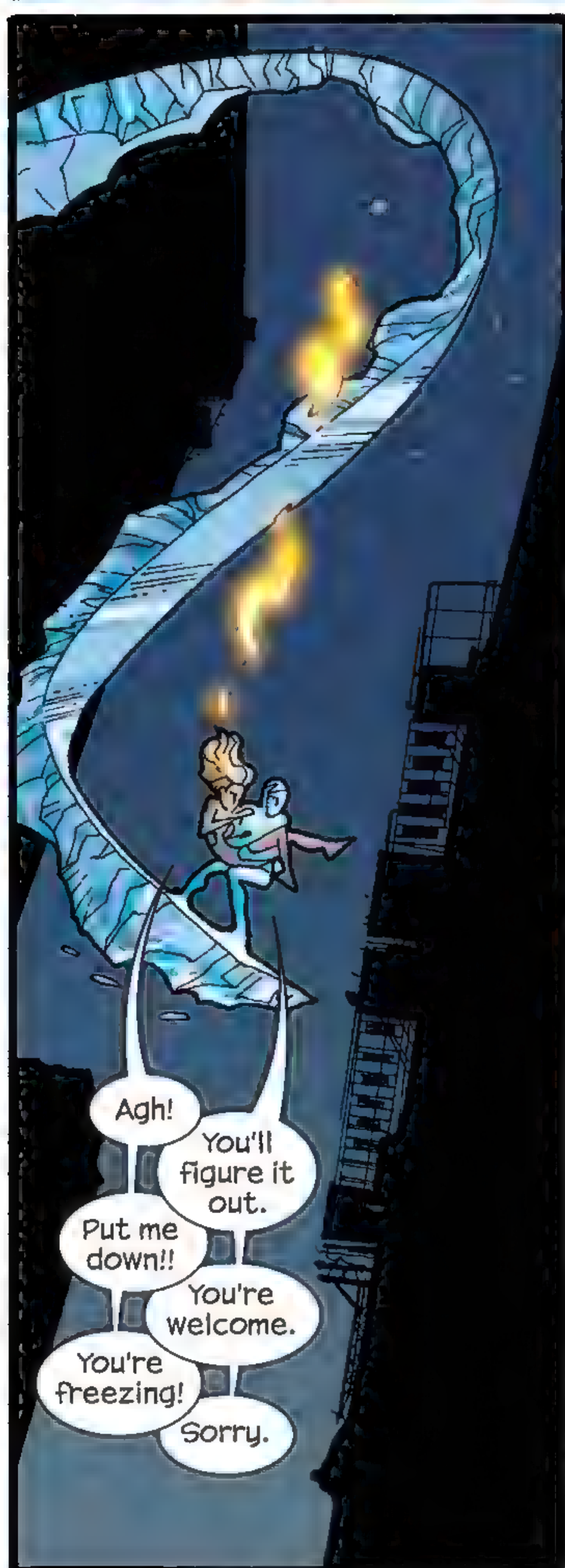


I CAN'T!!!!!!

I wanna get down!! I'm gonna fall!!



Hey, hey...it's okay. Here.



Agh!

You'll figure it out.

Put me down!!

You're welcome.

You're freezing!

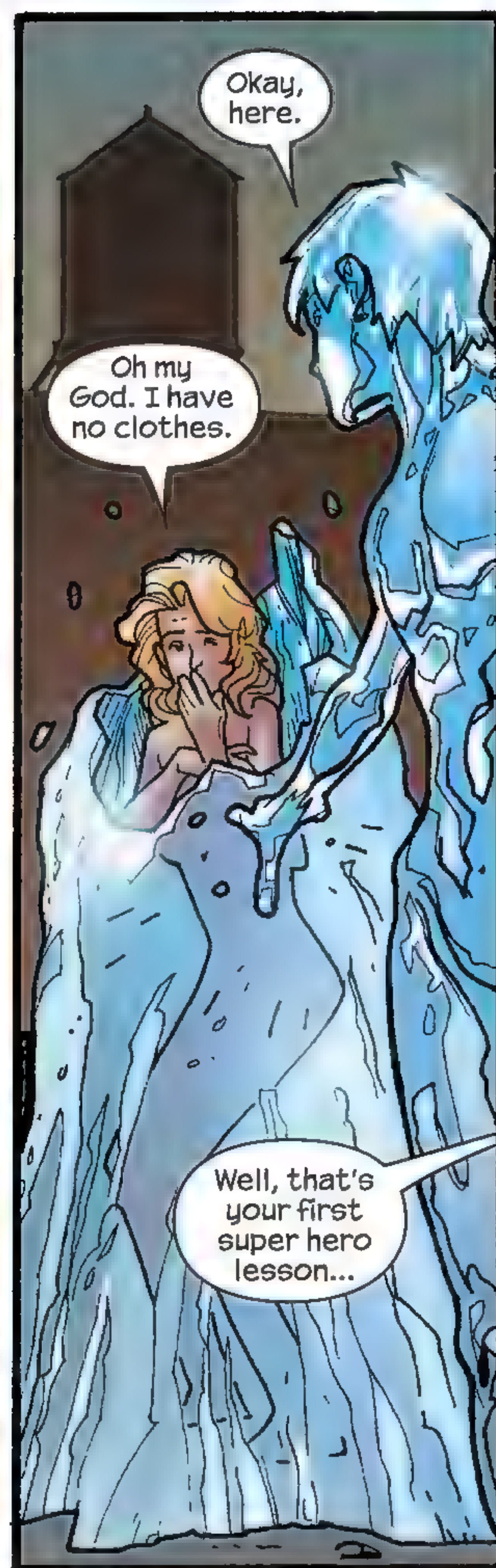
Sorry.



Stop looking at me.

I can't help it. My entire life has been about looking at girls naked.

I mean it!!



Okay, here.

Oh my God. I have no clothes.

Well, that's your first super hero lesson...



Don't
leave home
naked.



AAAGGHH!!



Whoa!!

AGH!!

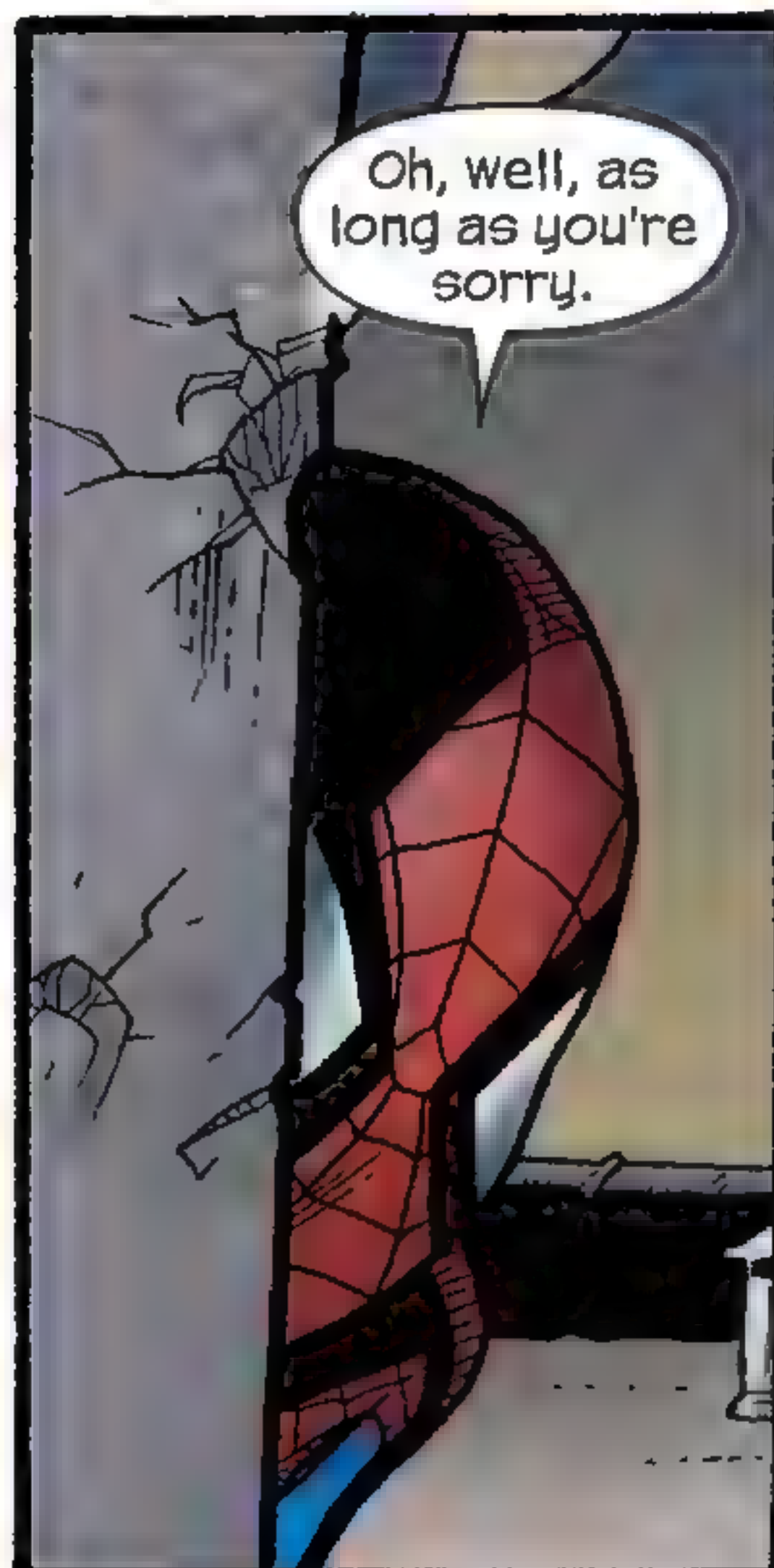
Whoa!!!

Hey!!



Oh my
God!!!

(Sorry.)



Oh, well, as
long as you're
sorry.



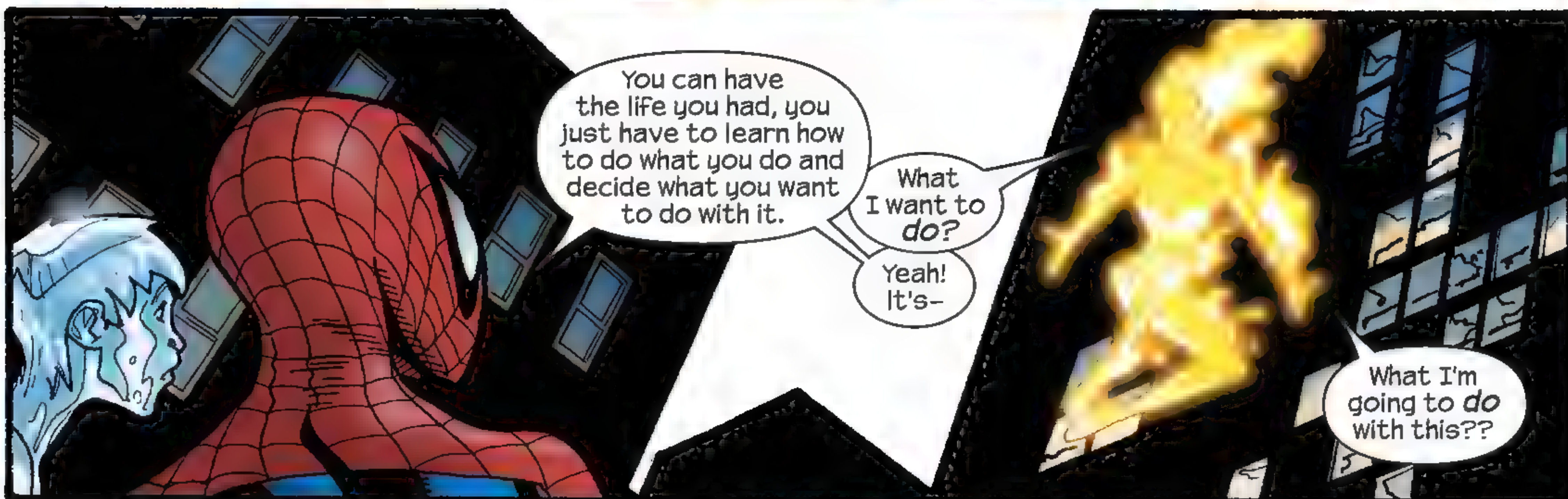
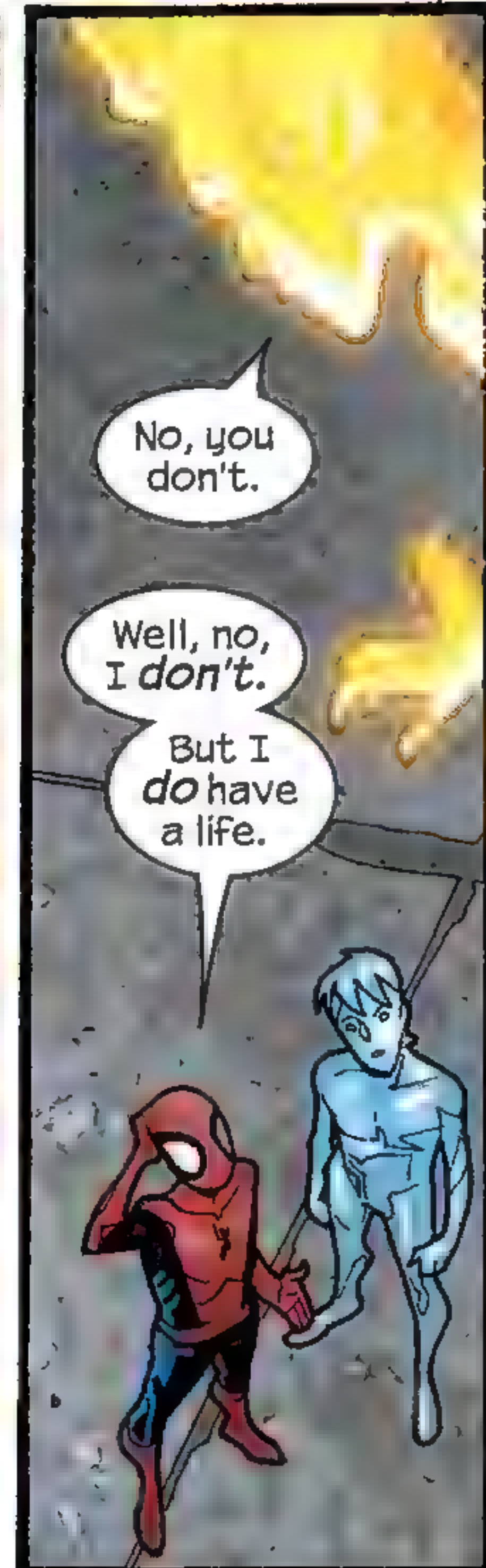
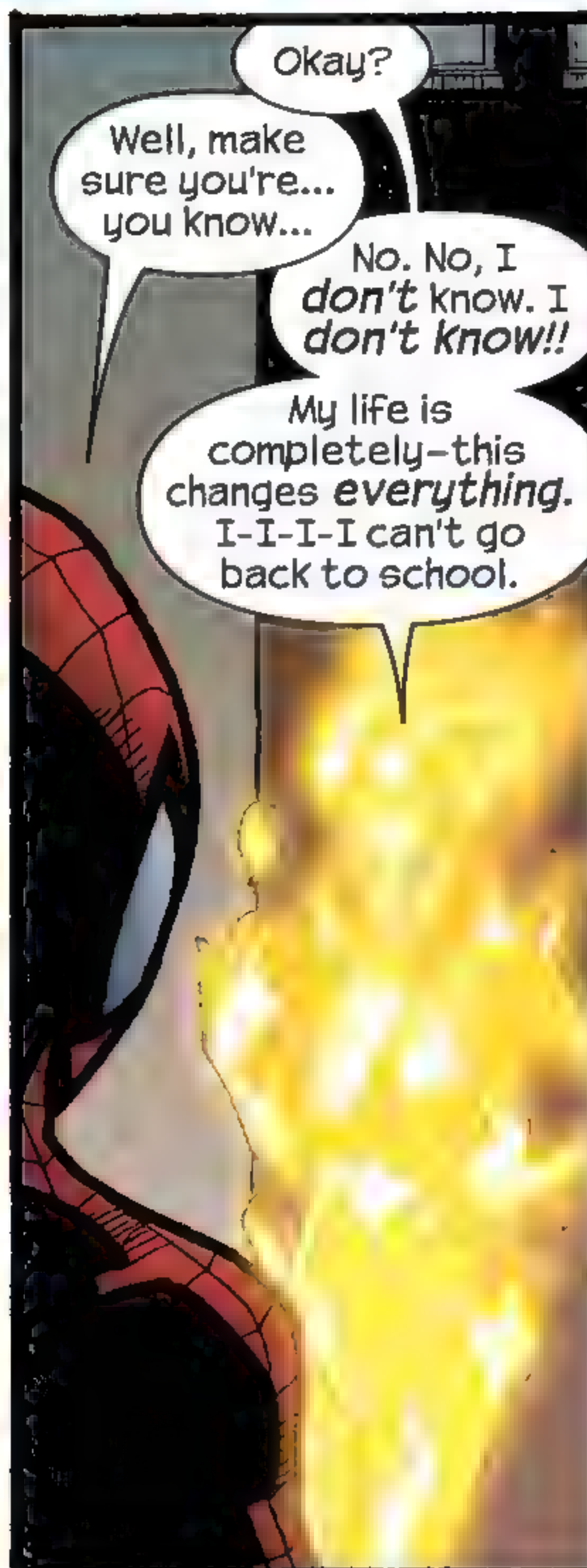
You scared
the *bejeezus*
out of me!!

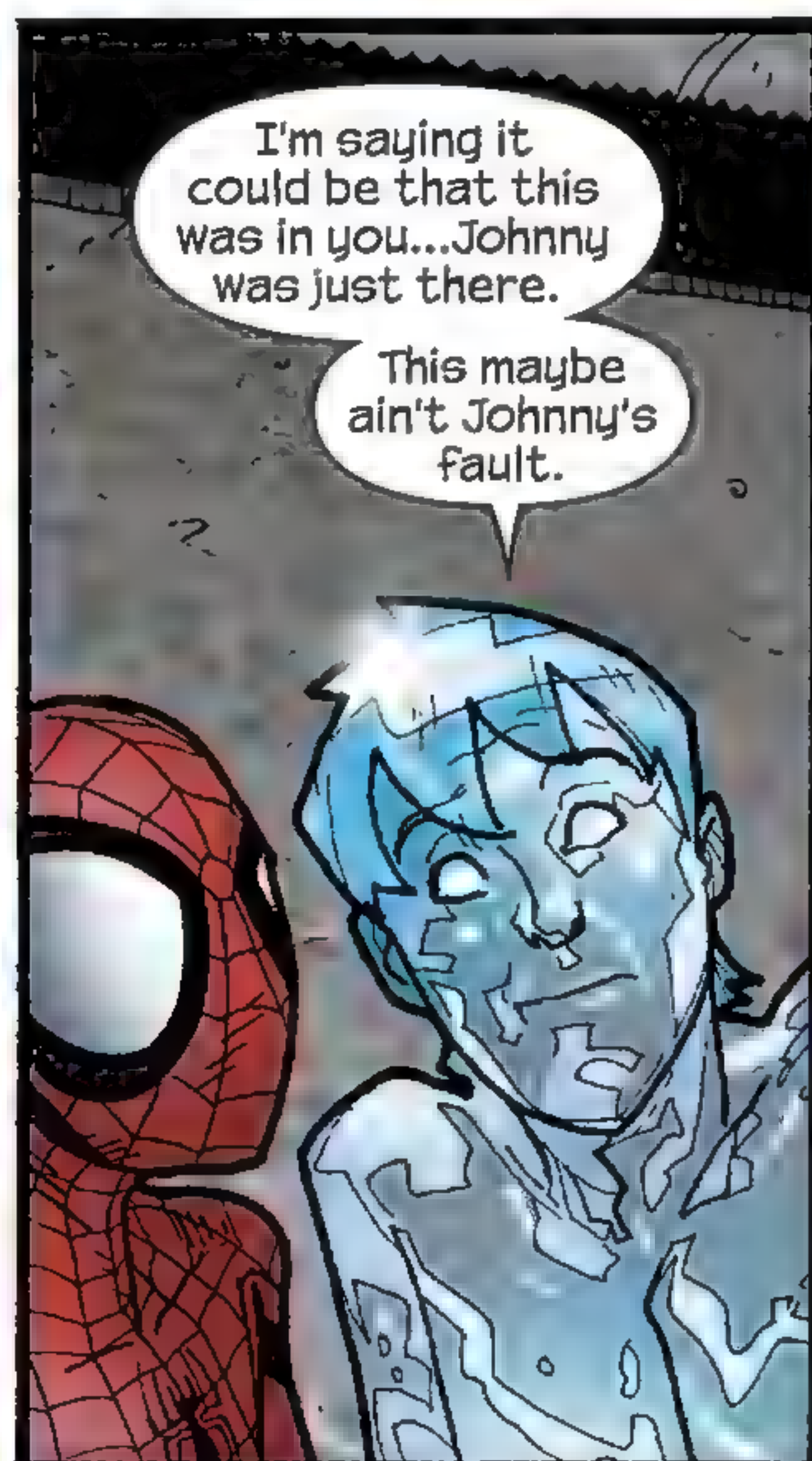
Dude, how
did you find
us??

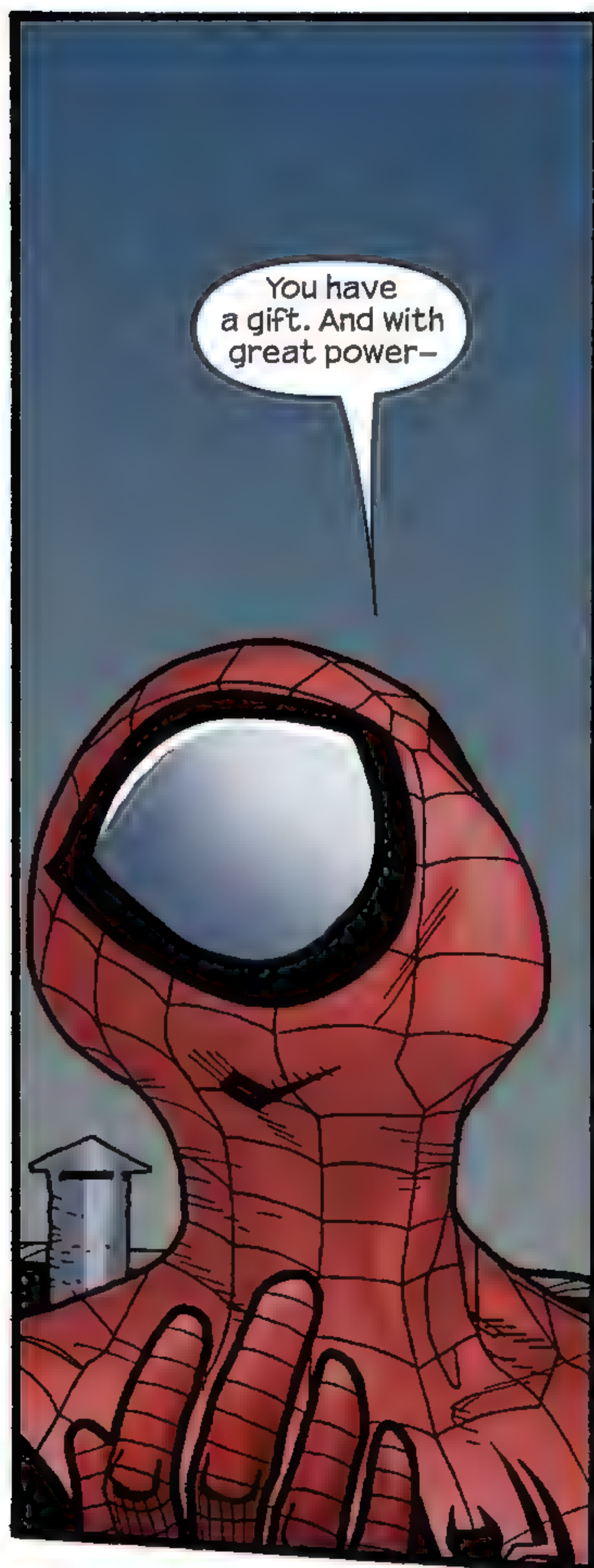
Are you
serious?



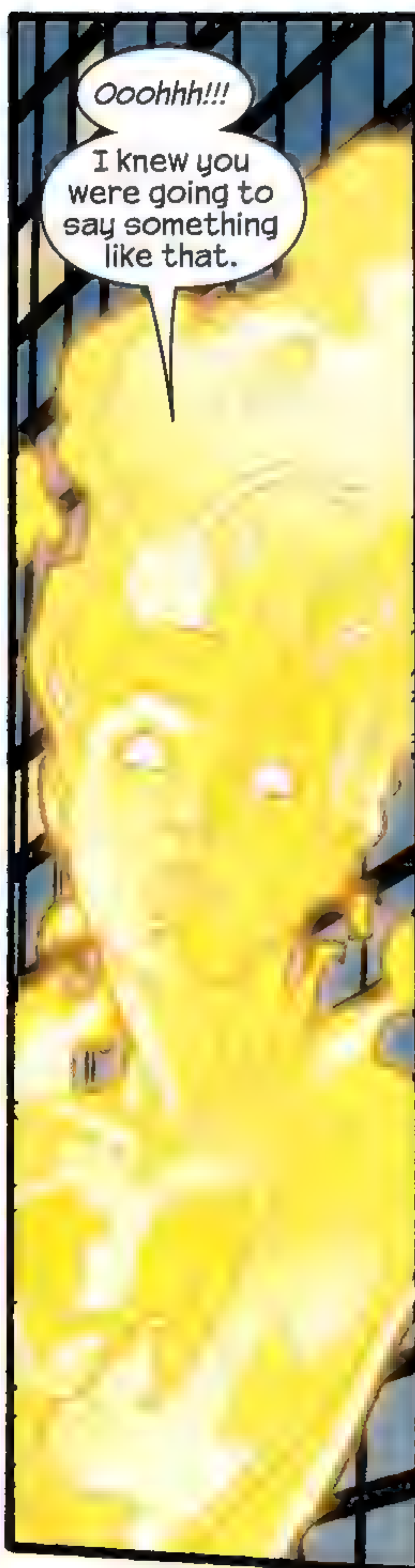
What-what
are you doing
here?



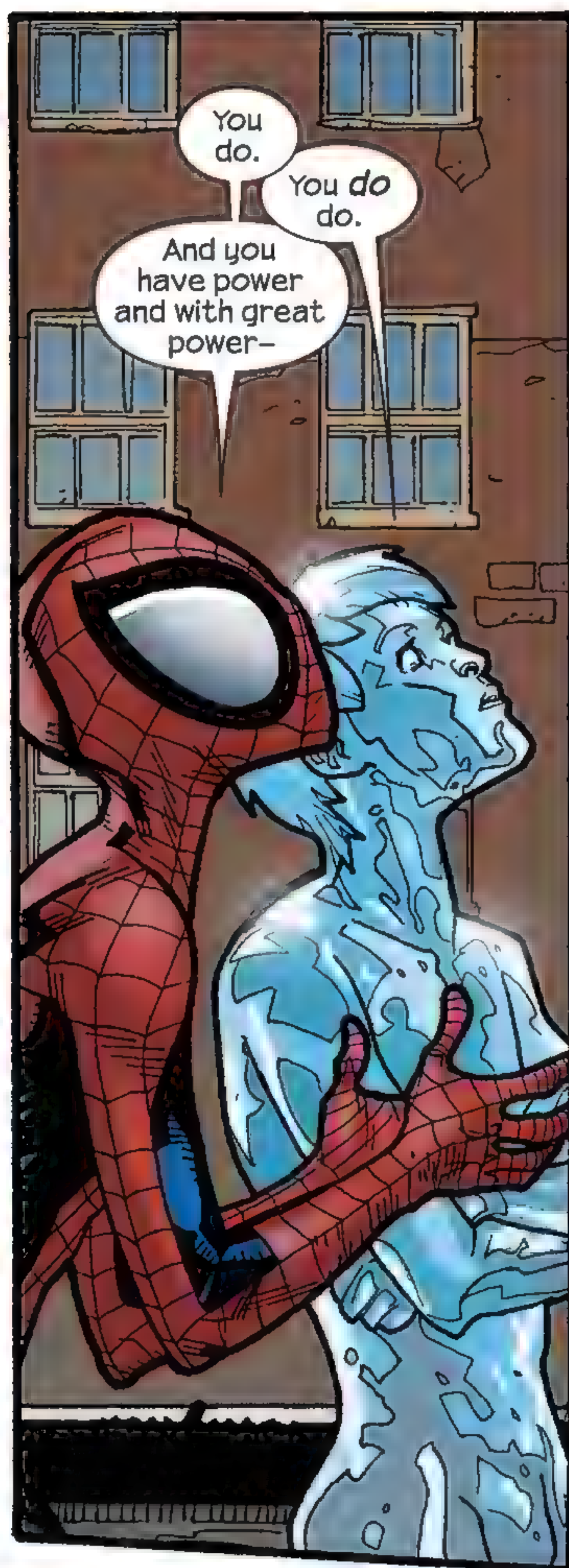




You have a gift. And with great power—



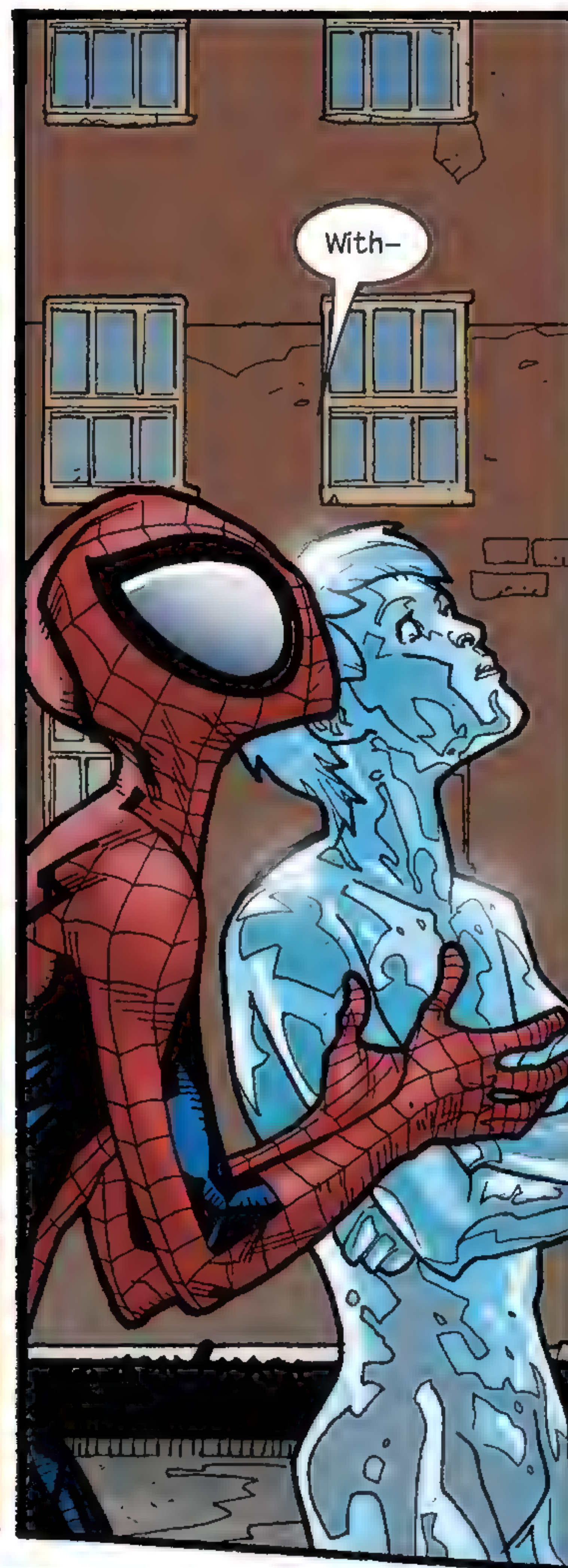
Ooohhh!!!
I knew you were going to say something like that.



You do.
And you have power and with great power—



Stop.



With—



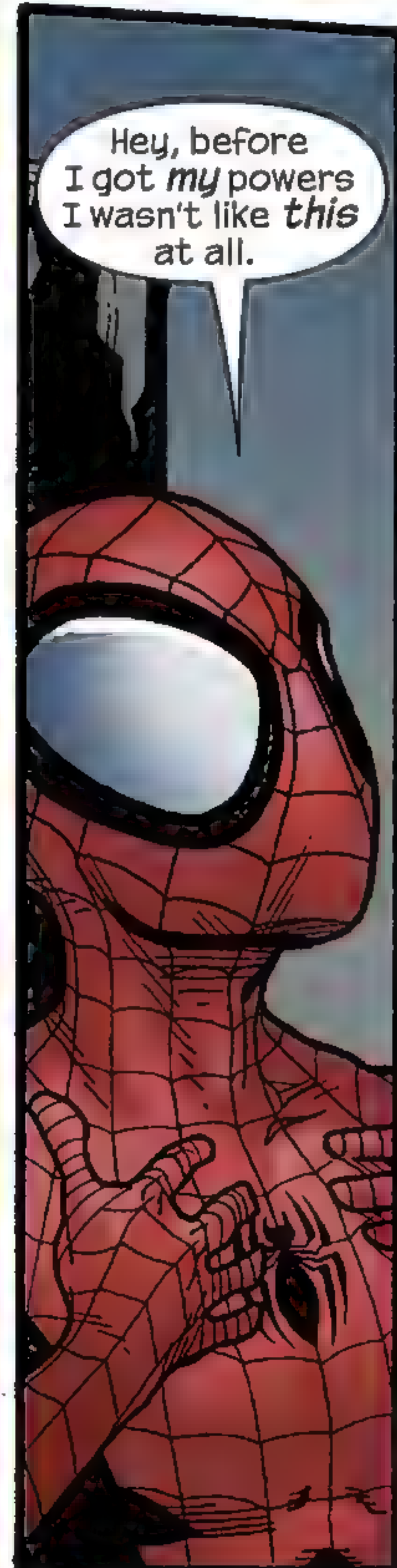
Stop!!
No!!
I'm not like you guys.



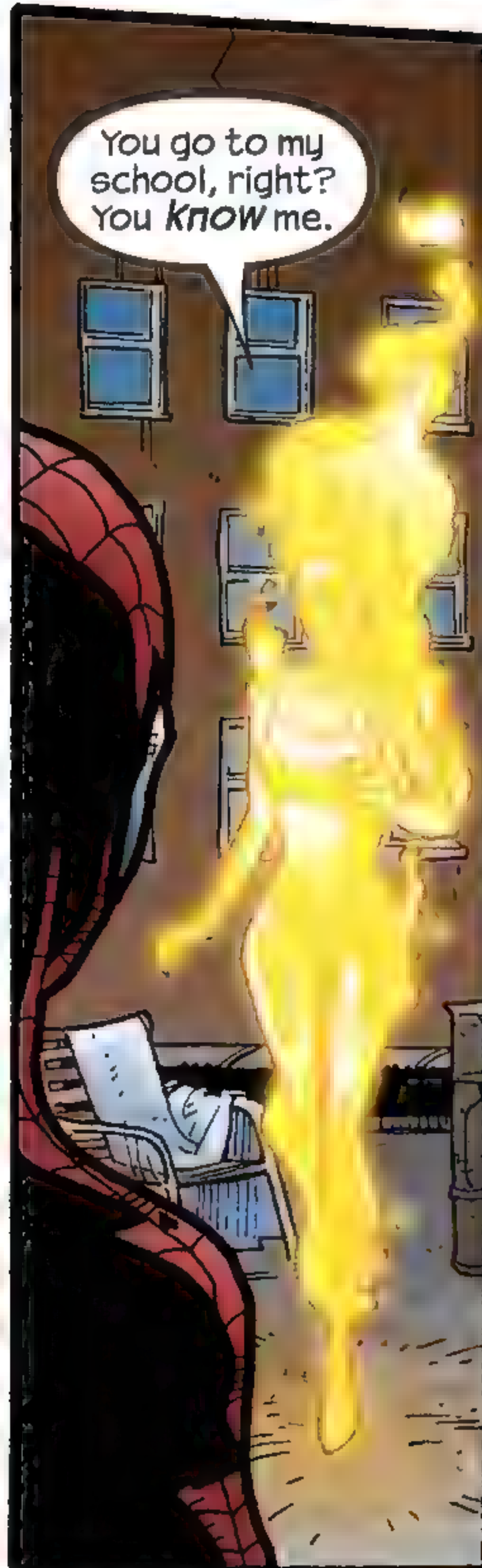
How do you know??



I-I don't care about *any* of that. I don't—
ARRGGH!!



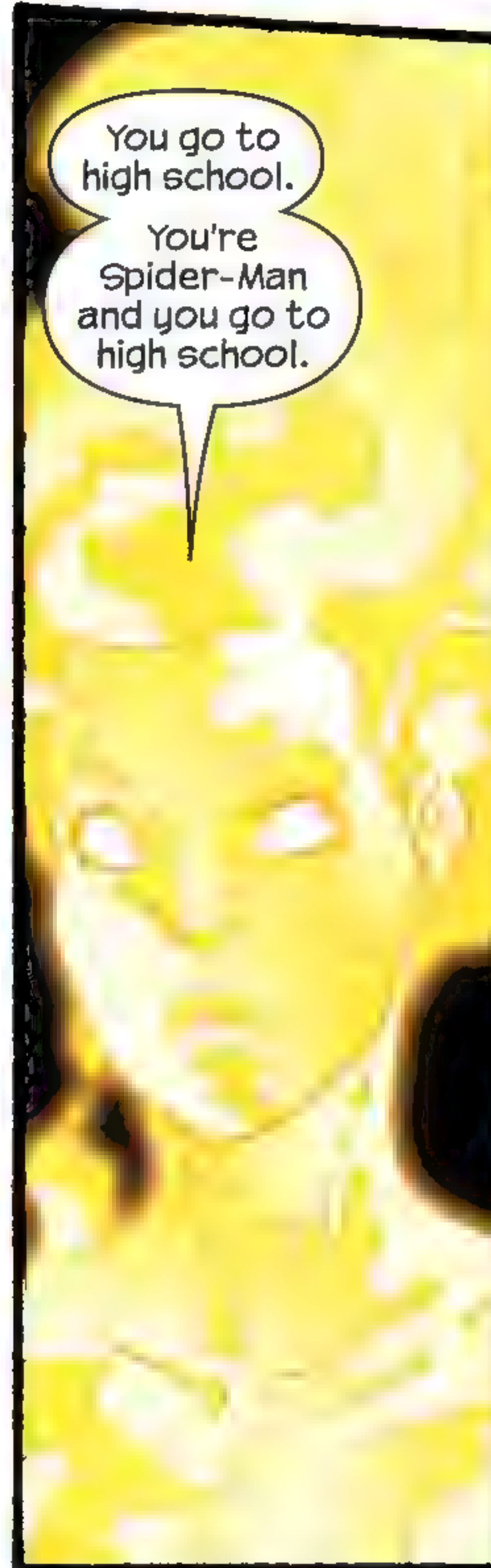
Hey, before I got *my* powers I wasn't like *this* at all.



You go to my school, right? You *know* me.



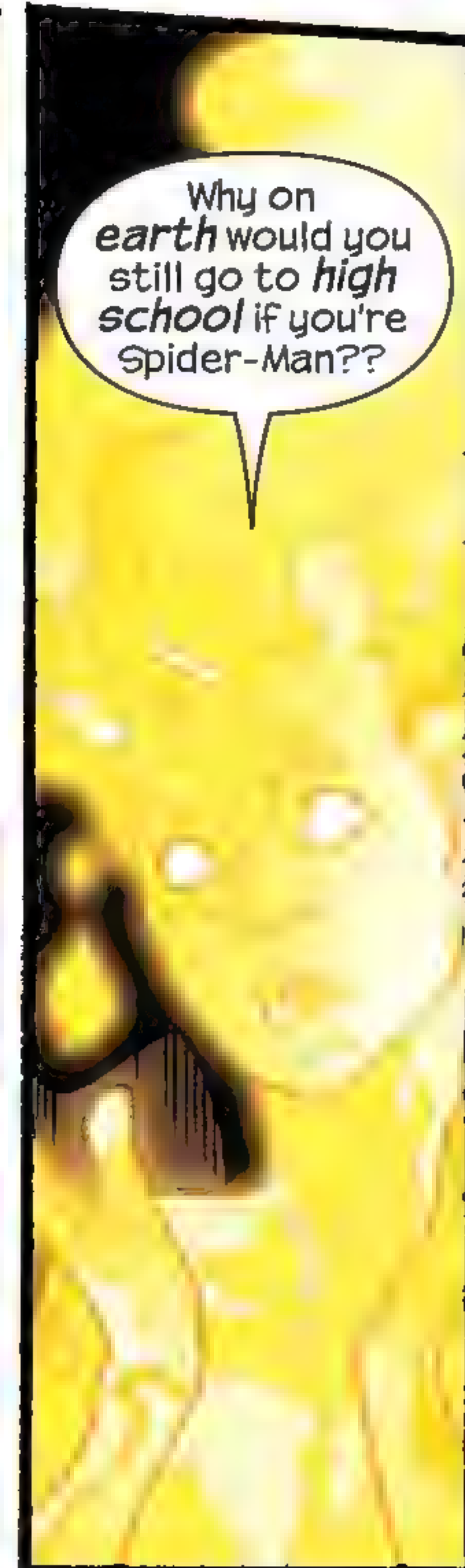
I've, uh, I've seen you around.



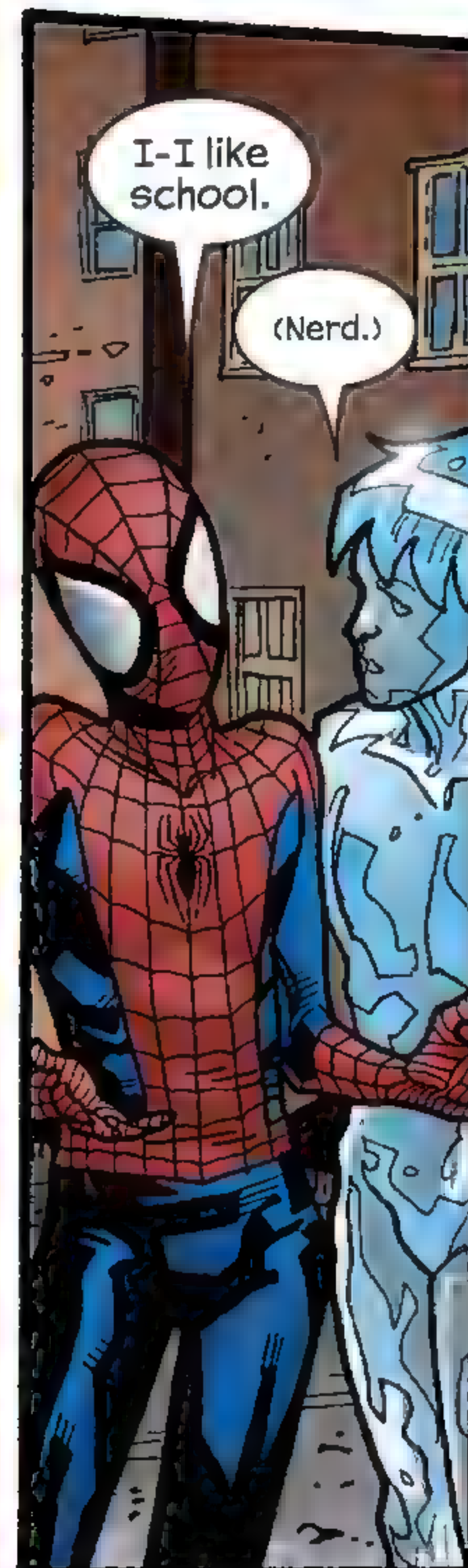
You go to high school.
You're Spider-Man and you go to high school.



Yeah, I told you, your life's not over. It just has—



Why on *earth* would you still go to *high school* if you're Spider-Man??



I-I like school.

(Nerd.)



Well, I'm *done* with high school.



No. I'm telling you, you *can* go to school.

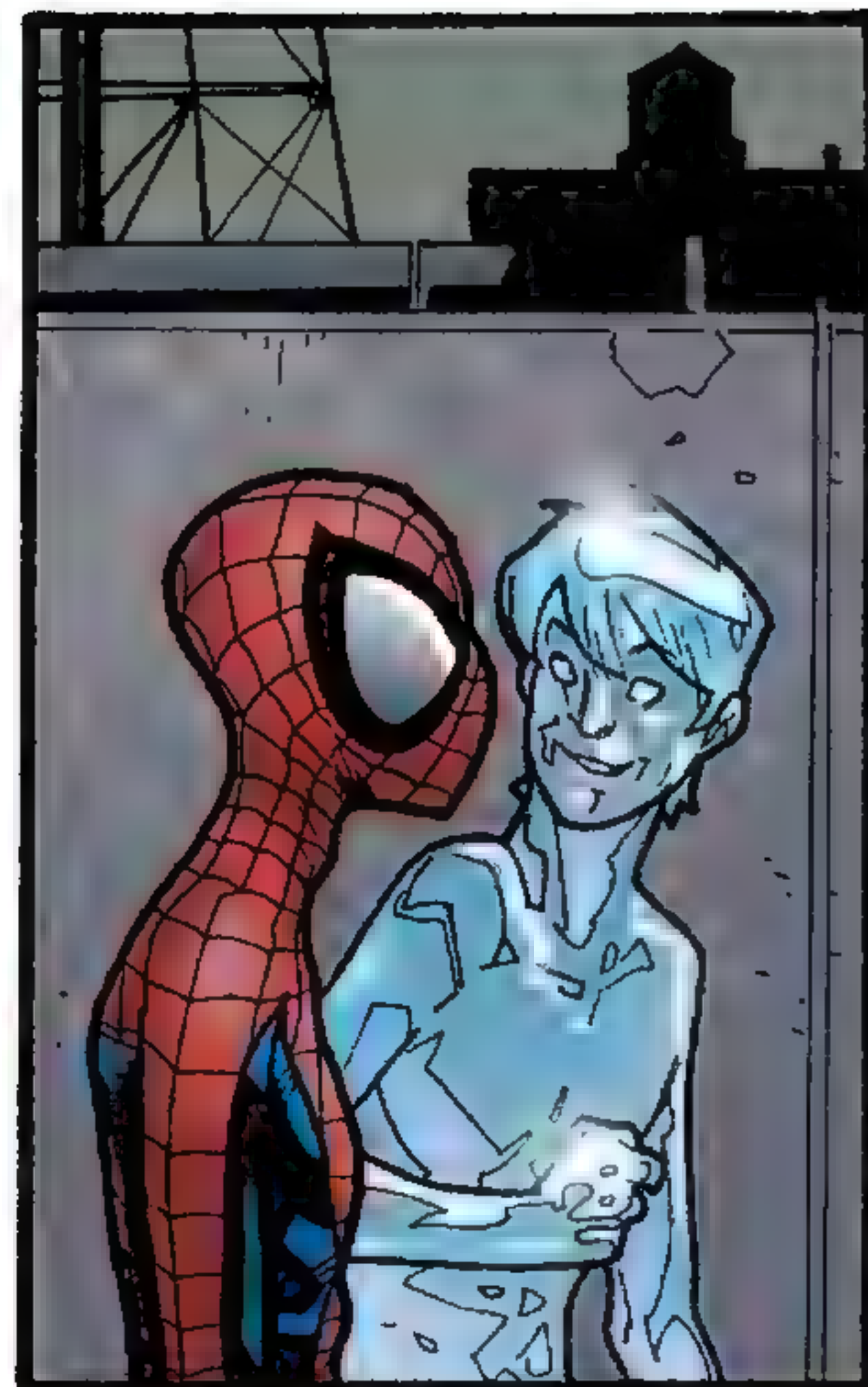
And I'm telling you—

Why would I go to high school...

**IF I
CAN DO
THIS!!**

That was a
very strange
conversation,
even for me.

I totally
saw her
naked.



So you're just
going to fly around
all day?!

You have
a gift!!

No!!

Just until I
get bored or slam
into something by
accident!!

Whichever
comes first!!

Yeah, I
know!!



Use it for
something!!



Okay!!

Just give me
a minute to enjoy
this. I'm not like
you, I don't--

Whoa!!

Careful!!



Hey,
so we *know*
each other,
right?

I mean,
you really know
who I am.



Uuuhhh... boy.



I'm not going to "out" you.

Can we please not go in this direction?

Just tell me—you *know* me.

I came here to be *nice*.

Oh, come on!!

Tell me who you are.

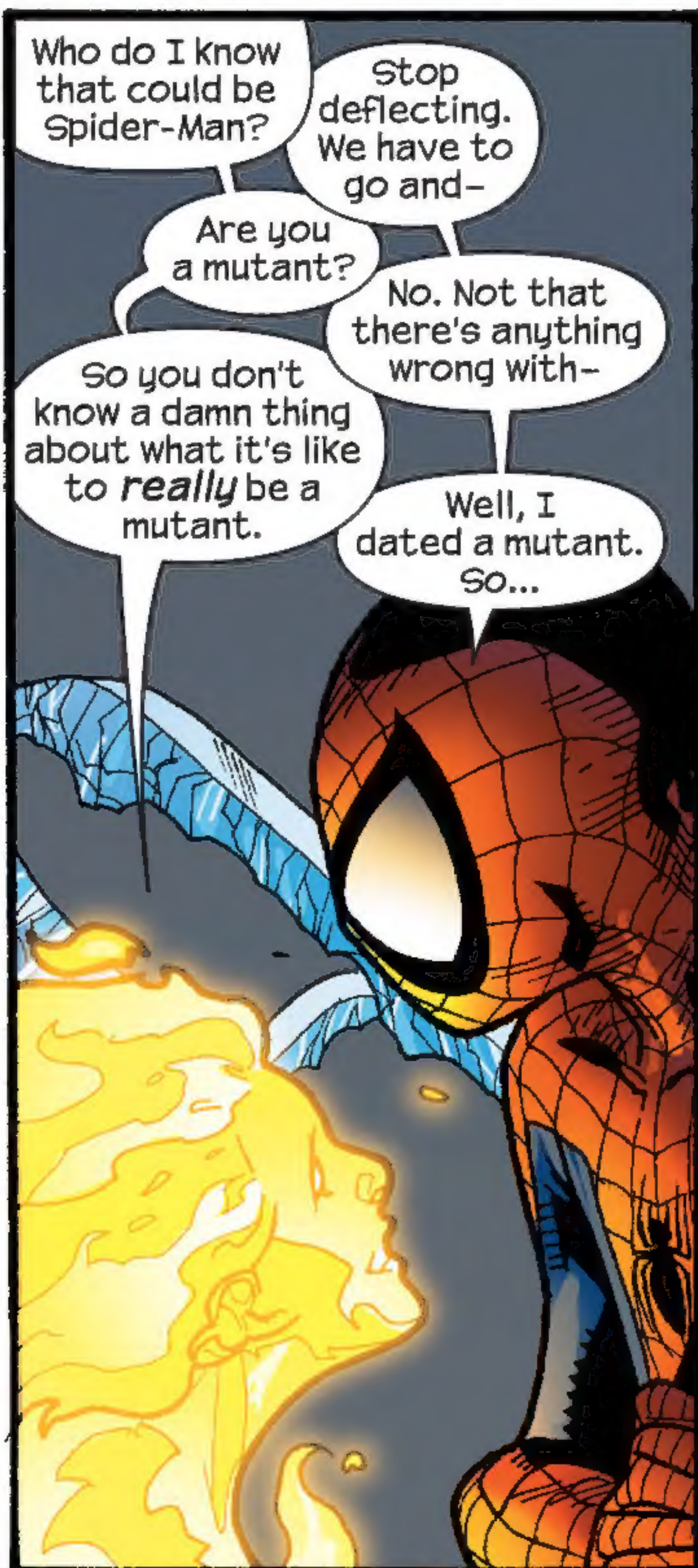


Not going to happen.

Bet I can singe that mask right off.

Not funny.

Come on!!



Who do I know that could be Spider-Man?

Stop deflecting. We have to go and—

Are you a mutant?

No. Not that there's anything wrong with—

So you don't know a damn thing about what it's like to *really* be a mutant.

Well, I dated a mutant. So...



Whoa.

No way.

What is that?

No way!!!

Seriously, what is that?



Destiny,
my child.

 To be continued!

NEXT ISSUE!





SON OF

ULTRAMAN